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July 22, 2008

By ECF

Honorable John J. Hughes, U.S.M.J.
Clarkson S. Fisher Federal Building &
U.S. Courthouse
Courtroom 6W
402 East State Street
Trenton, New Jersey 08608

Re: NR Media Inc. et al. v. Too Much Media, LLC et al.
Case No. 3:06cv03988 (JAP)(JHH)

Dear Judge Hughes:

This firm represents NR Media, Inc. and Naked Rhino Media, LLC in the above-referenced matter.

In anticipation of the July 24, 2008 telephone conference with the Court, attached hereto please find a copy of the transcript of the parties' settlement agreement made and entered into on the record on July 2, 2008 before the Court.

Respectfully submitted,


Steven Harbace

LXT:sh (w/attch.)

cc: Chris Potoski (by e-mail)
Joel Kreizman, Esq. (by ECF)
Andrea Sullivan, Esq. (by ECF)
Steven Teppler, Esq. (by e-mail)
Charles Carreon, Esq. (by e-mail)
Robert Apgood, Esq. (by e-mail)
Jason Tucker (by regular mail)

UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY

NR Media, Inc., et al.,	.	CV-06-3988 (FLW)
	.	
Plaintiff(s),	.	
	.	United States Courthouse
V.	.	Trenton, New Jersey
	.	July 2, 2008
Too Much Media, Inc.,	.	10:00 a.m.
et al.,	.	
	.	
Defendant(s).	.	
.....	.	

TRANSCRIPT OF THE SETTLEMENT
BEFORE THE HONORABLE JOHN J. HUGHES
UNITED STATES MAGISTRATE JUDGE

APPEARANCES:

For The Plaintiff(s):	Lauren Topelsohn, Esq. 425 Eagle Rock Ave.-Ste. 201 Roseland, NJ 07068
	Steven W. Teppler, Esq. KamberEdelson, LLC 11 Broadway-22nd Fl. New York, NY 10004
For The Defendant(s):	Joel N. Kreizman, Esq. Evans Osborne & Kreizman, LLC 802 W. Park Ave.-Ste. 222 Ocean, NJ 07712
For John Albright:	Andrea J. Sullivan, Esq. Greenbaum Rowe Smith & Davis, LLP Metro Corporate Campus One Woodbridge, NJ 07095

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Proceedings recorded by electronic sound recording, transcript
produced by transcription service.

THE COURT: Okay. We're back on the record in NR Media vs. Too Much Media, 06-3988. And Ms. Topelsohn, what are doing here?

MS. TOPELSOHN: Judge, we're -- the parties are pleased to announce, it's been resolved.

THE COURT: The issue, or the whole case?

MS. TOPELSOHN: The entire case.

THE COURT: Don't tease me now, it's too close to the Fourth of July.

(Laughter)

MS. TOPELSOHN: I know, let's get it on the record now before they change their minds.

THE COURT: Do you want to -- that's your understanding, Mr. Kreizman?

MR. KREIZMAN: That's correct, Your Honor.

THE COURT: Ms. Sullivan?

MS. SULLIVAN: That's correct, Judge.

THE COURT: Do you want to put the terms on the record?

MR. KREIZMAN: Yes.

THE COURT: Okay.

MR. KREIZMAN: All right, the complaint and the counter-claim will be dismissed with prejudice without cost and without payment by either side to the other side. The parties will put out a joint statement -- a joint press release to XBIZ as

as follows:

MS. TOPELSOHN: No Rivals, Inc., Naked Rhino -- let me get it right -- Media, LL -- sorry, it's NR Media, Inc., Naked Rhino Media, LLC, and Too Much Media, Inc. -- sorry, LLC, are pleased to announce that they have resolved their litigation pending in the Federal District Court of New Jersey. After substantial investigation by qualified experts at considerable cost to all parties, it has been determined that there was no wrong-doing on the part of either NR Media, Inc., Naked Rhino Media, LLC, or Too Much Media, LLC, or any other party to this litigation. Too Much Media -- Too Much Media, LLC, Naked -- I'm sorry, NR Media, Inc., and Naked Rhino Media, LLC, regret any inconvenience caused to any other party.

MR. KREIZMAN: The parties agree they will not make any public statement other than that quoted above for the --

MS. TOPELSOHN: Regarding the allegations and the facts in this matter, okay, they can --

MR. KREIZMAN: Okay, regarding the allegations or facts of this matter. The terms of the settlement are confidential. The parties are not to comment with regard to any allegations or facts in the pleadings. If a subpoena is served, which directly or indirectly relates to the issues in the case, the served party will notify the other parties. General releases to the corporations will be given to the corporations and individual parties.

MS. TOPELSOHN: And individual -- just name them all.

MR. KREIZMAN: The individual parties.

MS. TOPELSOHN: She's not a party to this case. What is her -- what is your last name?

MR. KREIZMAN: As well as Tracy Bertowski, that's fine with us. The parties will destroy any materials received from the other side.

THE COURT: Anything else?

ALL: (No verbal response).

THE COURT: I have the clients here, right? Mr. Albrock, you're one of the clients, Mr. Albrock?

MR. ALBROCK: Yes, I am.

THE COURT: Do you agree that those are the terms of the settlement?

MR. ALBROCK: Yes, Your Honor.

THE COURT: And you agree that this is final today, you can't come back next week and say these aren't the terms, or there's something else we didn't discuss. You understand that?

MR. ALBROCK: Yes, I do.

THE COURT: And is this your colleague here, or is he just --

MR. ALBROCK: My partner, Charles Berebi.

THE COURT: Do you understand that -- what's your name, please?

MR. BEREBI: My name is Charles Berebi.

THE COURT: And you understand that this makes the case over --

MR. BEREBI: Correct.

THE COURT: -- and you can't reopen it for any reason?

MR. BEREBI: Correct, Your Honor.

THE COURT: And you agree with the terms of the settlement as expressed by the attorneys?

MR. BEREBI: Yes, Sir.

THE COURT: Just your name, please?

MR. BERTOWSKI: Chris Bertowski.

THE COURT: Yes, and you agree that these are the terms of the settlement?

MR. BERTOWSKI: Yes, I do.

THE COURT: And you understand that you can't come back two weeks or two years from now and say that they're not the terms and that we didn't discuss this and so forth. Do you understand that we have complete finality today?

MR. BERTOWSKI: Yes, I do.

THE COURT: Okay, great. Anything else from counsel?

MS. TOPELSOHN: Yes, Judge, two things. I just wanted to qualify, because I'm not sure I heard Mr. Kreizman correctly, just that one of the provisions regarding statements would be not just limited to public statements, there will be no statements by any parties regarding any of the facts or allegations in this

allegations in this matter, public or otherwise.

MR. KREIZMAN: That's right.

MS. SULLIVAN: Agreed.

MR. KREIZMAN: Okay, agreed.

MS. TOPELSOHN: Okay, and then --

MR. KREIZMAN: Your Honor, may I? I just want to make sure that the pending spoliation motion, or whatever it will be, considered moot for --

THE COURT: Yes, well there's no, actually, I mean, I can put an order -- there's nothing that appears on the record and the docket regarding of spoliation. This -- I set the hearing myself. If you want me to do an order, dismissing any application for spoliation as moot, I'll do it.

MR. KREIZMAN: I would appreciate that, Your Honor, thank you.

THE COURT: My -- Mr. Ianucci will cut an order dismissing the Defendant's application for spoliation as moot.

MR. KREIZMAN: Thank you, Your Honor.

THE COURT: Well, let me -- I don't want to throw a wrinkle in this, but since I got the experts involved before lunch and told them they could talk over lunch, does this include Mr. Kesterson and his CLE course talking about this hearing, or what?

MS. TOPELSOHN: Yeah, I actually discussed that -- discussed with him.

MR. KREIZMAN: We discussed with him.

MS. TOPELSOHN: I did and would be completely in hypothetical terms.

THE COURT: Okay, great. All right, anything else we need discussed?

MR. KREIZMAN: No, Your Honor.

THE COURT: I would like to think that it's my artful comments during the course of the hearing that led you --

(Laughter)

THE COURT: And I will continue to believe that. I thank everybody. Enjoy the 4th of July. Thank you.

ALL: Thank you, Your Honor.

THE CLERK: All rise.

THE COURT: Incidentally, I'm going to cut a 60-day order today so there's nothing you need filed with the Court after that.

MS. TOPELSOHN: Great, thank you.

MR. KREIZMAN: Great, thank you.

(Court adjourned)

CERTIFICATION

I certify that the foregoing is a correct transcript from the electronic sound recording of the proceedings in the above-entitled matter.

Signature of Transcriber

Date